

DEVELOPMENT IMPACT STATEMENT OF BRE DDR SHOPPERS WORLD LLC
FOR PROPERTY LOCATED AT
19 FLUTIE PASS, FRAMINGHAM
1391 AND 1459 WORCESTER STREET, NATICK

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This memorandum is submitted simultaneously to the Framingham and Natick Planning Boards by BRE DDR SHOPPERS WORLD LLC, (the “Applicant” or “Owner”), a Delaware Corporation, and its affiliate DDR Corp., having a mailing address of 3300 Enterprise Parkway, Beachwood, OH 44122, in support of its applications (“Application(s)”) for permits to develop and use commercial property known as 19 Flutie Pass, Framingham and 1391 and 1459 Worcester Street, Natick (the “Property” or “Project Site”). The proposed site improvements are shown on the plans prepared by Vanasse Hangen Brustlin, Inc. (“VHB”), entitled “AMC SOUTH PARKING LOT, 19 Flutie Pass Framingham, MA, 1391 Worcester Street Natick, MA”, dated August 5, 2015, Sheets 1 to 12 of 12 (collectively, the “Site Plan”), and the renderings prepared by Arrowstreet Architecture, dated August 19, 2015, Sheets 1 to 3 of 3 (“Renderings”).

The Property is located in the Framingham B-Business (“B”) and limited manufacturing (“M-1”) zoning districts and the Regional Center Highway Overlay (“RC”) district. The Applicant is submitting applications to the Framingham Planning Board, pursuant to the Framingham Zoning By-Law (“Framingham By-Law”), for: (1) Site Plan Modification, pursuant to Section VI.F.2.b, to (a) the Special Permit with Site Plan Review Approval, Off Street Parking Plan Approval and Reduction in Parking Spaces dated October 12, 1994 and recorded in the Registry in Book 24973, Page 387 (“1994 General Cinema Decision”), and (b) the Special Permit with Site Plan Review Approval and Off-Street Parking Plan Approval and a Special Permit for Reduction in the Required Number of Parking Spaces dated January 10, 1994 and recorded in Book 24329, Page 451 (“1994 Shoppers World Decision”); (2) Special Permit for Indoor Amusement Use in a “B” zoning district, per Section II-B.3.M; (3) Special Permit for Restaurant Use of 8,000 or more square feet in a “B” zoning district, per Section II-B.5.J; (4) Special Permit for Accessory Use (outdoor restaurant seating), per Section II-G; (5) Special Permit for Land Disturbance, pursuant to Section V- F.c.1(a)-(c); and (6) Modification of the Decision for Sign Review Approval dated August 10, 1994 and recorded in Book 24973, Page 405 (“1994 Shoppers World Master Sign Permit”) per Framingham Sign By-Law §1.9.11.

The Natick portion of the Property is located in the IND-II zoning district, Aquifer Protection District, Regional Center (“RC”) highway overlay district, and Mall Center Highway Overlay (“MC”) district. The Applicant is submitting applications to the Natick Planning Board, pursuant to the Natick Zoning By-Law (“Natick By-Law”) for: (1) Site Plan Review with Special Permit per Section VI-DD.2 and 329.1 (development in a highway overlay district requiring a

special permit under the underlying zoning); and (2) Special Permit to Allow Alternate Dimensional Requirements in the MC Highway Overlay District per Section 326.4.

Notices of Intent will be filed with the Conservation Commissions of both Towns. The Project will also require an Environmental Protection Agency (EPA) National Pollutant Discharge Elimination System (NPDES) Construction General Permit.

For ease of reference, when referred to together, Framingham and Natick will be referred to as the “Towns”.

1. PROJECT SUMMARY

A. Existing Conditions and Site History

According to the Site Plan, the Property consists of approximately 12.8 acres located on the north side of Route 9 at the Framingham-Natick town line, south of Flutie Pass¹, within the Shoppers World shopping complex, and the MetroWest region’s “Golden Triangle” retail and commercial area. As described in the Applicant’s Traffic Report, the Project Site was most recently used for overflow parking for the AMC Cinema located on the north side of Flutie Pass across from the Property, a MassDOT “Park and Ride” parking lot, and for snow storage purposes (collectively, the “Previous Use”). It is currently vacant. As part of its overall efforts to continually modernize Shoppers World to keep pace with current retail trends, the Applicant recently renovated the AMC Cinema complex reducing seating by approximately 56%. This made the AMC overflow parking at the Site unnecessary. The Applicant now has the opportunity to develop the Property, independent of its former use supporting the AMC Cinema, for the uses proposed in these Applications.

As described in the Traffic Report, Flutie Pass is an east-west roadway which is functionally classified as a local roadway, and privately owned by the Applicant. Flutie Pass includes two 12-foot wide travel lanes in each direction west of the AMC Cinema’s main driveway, one 12-foot travel lane in each direction east of the cinema’s main driveway, and

¹ The Project will develop a portion of the 12.8 acre Property, which includes approximately 8.38 acres in Framingham, and 4.42 acres in Natick. The 1.04 acre portion of the Property located at 1459 Worcester Street in Natick will not be developed as part of this Project. The Property is part of a larger compilation of land known as the Shoppers World shopping center.

exclusive turn lanes at the major intersections. Flutie Pass is bordered by a sidewalk on its north side, across from the Project Site.

According to the Site Plan, the Property currently contains approximately 6.53 acres of impervious coverage. The Applicant proposes to reduce impervious coverage after redevelopment to (i) 6.24 acres in Framingham, approximately 74.5% of the portion of the Property in Framingham; and (ii) 0.71 acre in Natick, approximately 16% of the portion of the Property in Natick.

According to the Existing Conditions Plan, the Property is currently improved with: (i) a paved parking lot with 488 parking spaces; (ii) landscaping; (iii) two (2) high tension transmission lines which cross the Project Site, within an Eversource easement; (iv) a retention pond and related underground drainage; (v) utility and light poles; (vi) sidewalks; (vii) a bus shelter; and (viii) undeveloped, wooded vegetated land (collectively, the "Existing Condition"). As currently developed, vehicular access to the Property is by two (2) curb cuts onto Flutie Pass and one curb cut onto Shopper's World Drive. According to the Stormwater Operation & Maintenance Plan and a Long Term Pollution Prevention Plan ("Stormwater Report") dated August 6, 2015 prepared by VHB, the Property lies within the Sudbury River watershed. Wetland resource areas are present on the site in both Towns.

Proposed Project

The Applicant seeks to redevelop the Property for use by new businesses in the Shoppers World shopping center including, in Framingham, a restaurant with outdoor seating comprising approximately 9,500 sq. ft. (the "Restaurant"), and a bowling alley with restaurant service of approximately 21,000 sq. ft. (the "Bowling Facility"); and, in Natick, an indoor sky diving entertainment facility of approximately 7,530 sq. ft. (the "Entertainment Center") (collectively, the "Proposed Use"). The Applicant proposes to build three (3) new buildings ("New Buildings"), upgrade the site landscaping, utilities and stormwater management system, install energy efficient lighting, install bicycle racks, and rebuild the existing parking lot to include 393 parking spaces, 8 of which will be handicapped accessible, to support the Proposed Use (collectively, the "Project").

Landscaping and photometric plans have been submitted as part of the Applications. Sign locations are generally shown on the Renderings provided with the Applications, and will be supplemented with further signage details during the public hearings in both Towns. To the extent that any waiver is required from either town board related to the timing of submission of the Applicant's proposed signage, the Applicant requests such waiver.

B. Proposed Use

Consistent with leading national retail shopping centers, the Applicant seeks to offer consumers and visitors of all ages with an exciting and varied mix of entertainment and experience-based options, to supplement its destination retail and dining offerings. Active uses are increasingly sought by consumer in addition to retail and dining options as part of accessible lifestyle centers located in regional hubs. To that end, the Applicant has recently upgraded its AMC Cinema with upscale dining and beverage options, and seeks to add the Bowling Facility, an indoor skydiving center and an additional dining option to provide enhanced interactive options to the Golden Triangle.

The Framingham By-Law's Use Regulation Schedule set forth in Section II-B of the Framingham By-Law provides that within the B zoning district, restaurants of 8,000 square feet or more are allowed by special permit from the Planning Board. Section II-G provides that accessory uses (such as outdoor seating) are also allowed by special permit from Planning Board. The RC district regulations, set forth in Section III-E of the By-Law in subsection 4 (Use Regulations), provide that uses permitted in underlying zoning districts are permitted in RC district, subject to meeting additional applicable requirements set forth in Section III-E.

The Natick By-Law's Use Regulation Schedule set forth in Section III-A.2.12 of the Natick By-Law provides that within the IND-II zoning district, entertainment uses are prohibited, however Section 323.1.5 provides that within the MC district, certain shopping mall uses are allowed even where prohibited in the underlying zoning, specifically including entertainment uses.

2. TRAFFIC IMPACT ASSESSMENT

VHB completed a detailed traffic analysis of the roadways and intersections in the vicinity of the Property and an on-site circulation analysis. Their memorandum entitled "Traffic

Impact and Access Study, AMC South Parking Lot Redevelopment at Shoppers World, Framingham & Natick Massachusetts”, dated August, 2015 (“Traffic Report”) summarizes the traffic operations within the Project’s study area under existing and proposed future conditions, and expected on-site functioning for the proposed use. Based on the Traffic Report, the Project meets the traffic, parking safety and public access criteria set forth in Section VI-F.6.b(1)-(5) of the Framingham By-Law and Section VI-DD.6.d of the Natick By-Law.

The Traffic Report concludes that the increase in traffic associated with the Project on roadways serving the Project Site is expected to result in a small and limited increase in traffic. This overall net increase in traffic associated with the Project corresponds to an expected range of 5 trips per hour up to approximately 55 trips per hour at various locations studied, depending on the specific location and the specific peak hour under consideration. As described in the Traffic Report, the Applicant is committed to funding the design and construction of certain geometric and traffic signal improvements that will further mitigate the limited effect of the peak hour and daily traffic demands of the Project. Specifically, the Study outlines the following traffic improvement measures:

- (a) Widen East Couplet (Shoppers World access drive from Rt. 9) along the Project Site frontage to create a southbound left turn lane and a northbound right turn lane;
- (b) Widen the Project Site driveway to accommodate a designated left-turn lane and a shared through and right-turn lane;
- (c) Construct a new pedestrian crosswalk across Shoppers World Drive on the south side of the proposed driveway; and;
- (d) Provide timing and phasing changes to the intersections of Ring Road with East Couplet and West Couplet (Shoppers World egress drive to Rt. 9).

These proposed improvements address vehicular, pedestrian and cyclist circulation at the Project Site, by improving access to internal mall roads and public streets, modifying the width of interior drives and access points, and improving separation of pedestrian and vehicular traffic, and arrangement of parking facilities.

3. ENVIRONMENTAL IMPACT

The Project Site is designed to minimize environmental damage due to habitat disturbance, or damage to natural assets. According to the Stormwater Report, the Site contains 6.53 acres of impervious area in its existing condition. As the Stormwater Report describes, under its existing conditions the Site is developed with a mix of impervious and pervious surfaces, with generally flat topography. The impervious surface on site consists of mostly parking lot. The runoff from the parking lot is collected in catch basins and flows through a closed drainage system and discharges to the man-made on-site wet detention pond. The detention pond has an outlet control structure which regulates flow to an off-site wetland. Runoff from the northwest part of the parking lot is collected in catch basins and discharged to a detention pond, with an outlet control structure which regulates the discharge of stormwater which is collected in catch basins and discharged to a manmade wet detention pond.

The Applicant proposes to decrease impervious area and increase landscaping and open space. The proposed redevelopment has been designed to maintain the existing flow patterns to the maximum extent practicable. Stormwater will be collected in deep-sump and hooded catch basins, routed through stormwater management infrastructure to be treated, and discharged to the existing design points. The Applicant has submitted the following: (i) a Long Term Pollution Plan (Appendix D to the Stormwater Report); (ii) Construction Pollution Prevention/Erosion and Sediment Control Measures Plan and BMP Maintenance Checklist (together, Appendix F to the Stormwater Report); (iii) an Isolator Row Maintenance Manual, Stormceptor Maintenance Manual and Snow Storage Plan (collectively, Appendix G to the Stormwater Report); (iv) a Landscaping Plan (Sheets L-1 and L-2 of the Site Plan); and (v) an Erosion and Sediment Control Plan (Sheet C-7 of the Site Plan). The Applicant is submitting a Land Disturbance Special Permit application to Framingham. In Natick, the Applicant will submit an application for a Special Permit for Land Disturbance to the Conservation Commission pursuant to the Natick Stormwater Management and Erosion Control By-Law. The Applicant will submit Notices of Intent to the Conservation Commissions of both Towns.

As required by each town's various land disturbance regulations, the Applicant acknowledges its obligation to inspect and maintain erosion control measures for the Project throughout the construction period based on a predetermined schedule for land disturbance and

grading, including any vegetation clearing and replacement. If, upon excavation, the Applicant determines that unsuitable material exists on site, any fill from external sources to be used as part of the Project shall be clean and suitable.

A. Air Quality. The Proposed Use is not expected to create any significant new emissions of fumes, noxious gases, radiation, water pollutants or other airborne environmental hazards, except some noise and dust during construction activities. It is anticipated that vehicular traffic to and from the Project Site, and the attendant automobile emissions, will be in keeping with existing traffic volume in the area and will not be detrimental to air quality.

During construction, it is anticipated that some dust and noise typical for construction activities will occur, though both will be managed in compliance with all local, State and Federal laws and regulations. Construction is expected to occur during normal hours and will be completed in an expeditious manner. Based on the scope of work, it is not anticipated that such activities will have a detrimental effect on air quality.

B. Surface Water Drainage. The existing grade of the Project Site will be generally maintained. The Stormwater Report indicates that a new stormwater management system will incorporate modern stormwater best management practices (BMPs) and low impact design (LID) techniques in accordance with the Massachusetts Stormwater Handbook to promote infiltration, reduce the peak flow rates and volumes, and provide full water quality treatment prior to discharging stormwater off-site. The closed drainage system has been designed to convey runoff from a 25-year storm event and the infiltration/detention areas are designed to accommodate a 100-year storm event. According to the Stormwater Report, the Project will not discharge stormwater near or to any critical area. As part of its Long Term Pollution Prevention Plan, the Applicant has submitted a Post Construction Stormwater Operation and Maintenance (O&M) Plan, included in Appendix D of the Stormwater Report.

C. Unique Natural Features. As shown on the Site Plan and as discussed in the Stormwater Report, the Property is a mix of pervious and impervious surfaces with generally flat topography, and is irregularly shaped.

D. Temperature and Wind Impacts. No significant impacts in temperature or wind conditions in the immediate vicinity are anticipated by the proposed construction of the Project.

E. Outdoor Lighting. The Applicant is proposing to upgrade lighting in accordance with a lighting and photometric plan, which are part of the Applicant's Site Plan (Sheet SL-1 of the Site Plan) including the use of energy efficient lighting.

F. Solar Access of Adjacent Properties. The Project will include building three structures. Because of existing topographical conditions and location and orientation of buildings, the Project will have minimal, if any, impact on solar access of adjacent properties. The Project will not have a detrimental impact on the solar access of any residential uses.

G. Open Space. The Applicant has designed landscaping and usable open space to add to the visual amenities of the vicinity by maximizing its visibility to persons passing the site or overlooking it from nearby properties.

H. Utilities. Utilities are shown on Sheet C-6 of the Site Plan ("Utility Plan"). As shown on the Utility Plan, new utilities for the Project have been placed underground and are located to avoid adverse impact on groundwater levels, and to coordinate with other utilities.

I. Safety. The Applicant has designed all public spaces and buildings to facilitate evacuation and maximize accessibility by fire, police and other emergency personnel and equipment.

4. FISCAL IMPACT

A. Property Taxes and Town Services. While it is difficult to project the ultimate impact on the Property's assessed value following Project completion, the Applicant projects assessed site improvement values once completed of approximately \$1,137,500 in Framingham, and \$612,500 in Natick, excluding building costs yet to be determined. Because the Applicant proposes to redevelop a site which is not currently improved with buildings, it is anticipated that the Project will result in increased usage of water, electricity and sewer services. Because the real estate value of the Property in both Towns is likely to increase following completion of the Project, the Applicant anticipates that the ultimate fiscal impact to both Towns will be positive. Additionally, strengthening the destination appeal of the Golden Triangle and MetroWest with up-to-date active entertainment options will have a positive spill-over effect on the wider commercial environment in Framingham and Natick, which should result in positive fiscal

benefits to the Towns. The Project provide increased employment, tax revenue, filing fees and building permit fees for both Towns.

It is anticipated that a significant number of construction jobs (approximately 40 to 50 in Framingham, and 25 to 30 in Natick) will be created during the construction phase of the Project. Once the Proposed Use is fully established, the Applicant projects that the Project Site will provide approximately 20 full-time and 230 part-time new positions in Framingham, and 25 full-time and 5 part-time new positions in Natick.

B. Impact on Adjoining Property Values. The Property has been operated as a parking lot and snow storage area for many years. The neighboring area is dominated by commercial development, shopping malls, restaurants, multi-story office buildings, with some high end residential condominiums located at the Natick Mall. The Proposed Use will provide active entertainment and dining facilities to the area which will be utilized by both area residents and visitors to MetroWest. The Project will upgrade an underused site with modern amenities. The Project should have a positive property value impact on all adjacent properties, both commercial and residential.

5. COMMUNITY IMPACT STATEMENT

A. Neighborhood Impact. The Proposed Use will not create a hazard to abutters, vehicles, or pedestrians. The Project will add green space with benches and landscaping, bike racks and pedestrian-friendly features. The Project satisfies the site circulation and design standards set forth in Section VI-F.5.a(1-6) of the Framingham By-Law, because, as shown on the Site Plan, the Project: incorporates bicycle infrastructure as a public amenity; provides ADA compliant walkways; integrates 6' wide pedestrian walkways into landscaped areas; minimizes visibility of visually degrading elements such as rooftop mechanicals by use of a parapet, and dumpster screening; and provides snow storage areas.

The Project satisfies the building placement and design standards set forth in Section VI-F.5.b(1-6) of the Framingham By-Law. As shown on the Site Plan, the buildings are placed to maximize visibility, and facilitate pedestrian access and circulation. The pedestrian walkways are designed to incorporate an attractive landscaped walkway to the buildings' entrances, while maximizing pedestrian safety. The site design relates harmoniously with the surrounding commercial, restaurant and retail uses. The buildings are attractively designed to provide visual

interest, and provide variation through use of color, varied material, and detailed architectural elements. Parking facilities are located behind the buildings to the extent possible. The Project satisfies the sidewalk standards set forth in Section VI-F.5.c(1) of the Framingham By-Law.

B. Removal of Vegetation and Earth. The existing grade of the Property will not be significantly altered by excavation or fill. The existing scope of decorative plant material will be enhanced and increased as part of the Project, with significant landscape screening for abutters. The Applicant has submitted an application for a Special Permit for Land Disturbance simultaneous to this application to Framingham, and will submit an application related to land disturbance to the Natick Conservation Commission.

C. Historic Impact. There are no buildings or features of known historical significance on the Property or in the immediate vicinity of the Project Site that would be impacted by this Project.

D. Compatibility With Area Buildings and Development Goals of Framingham and Natick. This development proposal is consistent with the purpose and intent of the Framingham and Natick By-Laws and is compatible with neighboring mall, office, retail and restaurant uses. The Project design addresses the safety and accessibility needs of users of a wide range of ages and abilities, and balances the needs of motorists, pedestrians, transit users and vehicles, bicyclists, and commercial and emergency vehicles moving along and across roads, intersections, and crossings. The proposed development relates harmoniously with the terrain and to the use, scale, and siting of buildings in the vicinity. The proposed development minimize disruption to the topography, and relate functionally, spatially and visually with area structures, landscaping and paved areas. Project features support likely future demand for bicycling and walking and contribute to a safe, convenient, and comfortable travel experience for users. Bicycle racks will be provided for community use. New and reconstructed sidewalks will be handicapped accessible in accordance with the Americans with Disabilities Act (ADA) and the Massachusetts Architectural Access Board (MAAB). The Project has been designed to be consistent with Framingham's Policy on Complete Streets requirements. The Applicant has incorporated Complete Street development goals into planning, scoping, design, implementation, operation, and maintenance of vehicle circulation.

6. PARKING IMPACT ASSESSMENT

The Applicant is seeking approvals from the Towns to approve a parking plan which is consistent with the parking requirements of both Towns. On-street parking is prohibited on Route 9 and on access roads of Shoppers World, including Flutie Pass. All necessary parking for the Project is provided at the Property. As shown on the Overall Layout Sheet of the Site Plan (Sheet C-3) and accompanying zoning table, the Applicant has considered parking and loading requirements of each town, and combined the cumulative requirements of the Towns to design the proposed parking lot. The Applicant proposes multiple parking lots to provide 393 parking spaces, including eight (8) handicapped accessible spaces, exceeding the minimum requirements of each town, a number it deems sufficient to serve the Proposed Use. This is a reduction of 95 spaces from the 488 spaces currently located at the Property. The Project includes 2 loading areas at the Project Site, which meets the minimum requirements in both Towns. The proposed parking configuration allows the Project to retain and enhance open space and landscaping, and ensure adequate pedestrian and vehicular circulation on the Property, while providing adequate parking. The parking lots, sidewalks and crosswalks have been designed to meet the needs of the Proposed Use, be safe for pedestrians and vehicles, mitigate any adverse impacts on shoppers, abutters, residents, and businesses in the area, conform with the character of the neighborhood, maximize landscaped spaces and reduce internal traffic conflicts.

Article IV-B and IV-C of the Framingham By-Law lists the off-street parking and loading requirements in Framingham. Section IV-B.1.a of the By-Law sets forth a schedule of requirements with respect to off-street parking for principal uses of property. The Table of Off-Street Parking Regulations set forth in Section IV-B.1.a.6 of the Framingham By-Law requires that entertainment, amusement and recreation facilities provide one (1) parking space per three (3) occupants, and Section IV-B.1.a.9 of the Framingham By-Law requires that restaurants provide one (1) parking space per three (3) occupants plus one (1) parking space per two (2) employees. The Bowling Facility is anticipated to have 300 occupants for bowling use, and restaurant use which includes 160 seats and 20 employees. As shown on the Site Plan, the Bowling Facility would require 164 parking spaces at the Project Site. The Restaurant is anticipated to provide 325 seats and 20 employees. As shown on the Site Plan, the Restaurant would require 119 parking spaces at the Project Site. Therefore, as shown on the Site Plan, the Framingham By-Law would require 283 parking spaces for the Framingham uses.

Section V-D of the Natick Zoning By-Law provides Natick's parking and loading regulations, and requires that places of public recreation provide one (1) parking space for every five (5) occupants (Section V-D.3.j). The Applicant anticipates that a maximum of 200 persons would be at the Project Site for the proposed indoor recreation facility in Natick. Therefore, as shown on the Site Plan, the proposed use in Natick would require forty (40) parking spaces. The parking requirements of both Towns combined require a total of 335 parking spaces, including 8 handicapped accessible spaces.

According to the Site Plan, two (2) loading areas are provided on the Framingham portion of the Project Site. No loading space is provided, or required, in Natick. According to the relevant provisions of the Framingham and Natick zoning by-laws, a total of one loading area is required at the Project Site, as discussed as follows. Pursuant to Section IV-C.2 of the Framingham By-Law, both recreation/entertainment and restaurant uses require one loading space for the first 10,000 sq.ft., with one additional loading space required for square footage above 50,000 sq.ft. According to the Site Plan, the proposed new structure for recreation/entertainment use is 21,000 sq.ft., and the restaurant use is 9,500 sq.ft. Therefore, the By-Law requires the Project to provide one loading space, which must be located entirely within the lot comprising the Project Site, as required by Section IV-C.3. Pursuant to Section V-D.14 of the Natick By-Law, one truck loading space is required for "hospitals, institutions, hotels and retail wholesale and industrial buildings", and a loading requirement is not set forth for indoor recreation use. Therefore, providing one (1) loading would meet the loading requirements of both Towns.

7. SIGNAGE

Sign proposals are generally shown on the renderings provided with the Applications, and will be circulated in further detail during the course of the public hearings in each town for the Project. Directional, traffic and circulation signage is shown on the Site Plan.

The Applicant proposes a modification of the 1994 Shoppers World Master Sign Permit, which currently controls signage permitting for businesses within Shoppers World, except for the AMC Cinema parcel and the Project Site. The Applicant proposes to include the Project Site in property and businesses governed by that Master Sign Permit, as opposed to the Framingham Sign By-Law, for purposes of consistency and compatibility of signage within Shoppers World.

As part of this modification request, the Applicant requests the following changes to the Shoppers World Master Sign Permit:

- (1) update to the list of assessors lots listed in the Statement of Fact, and Appendix A showing property governed by the Shoppers World Master Sign Permit, to include current assessor designations for the Property;
- (2) addition of an allowed new monument sign in at the corner of Flutie Drive and Shoppers World Drive to the list of Site Identification Signs set forth in Condition A;
- (3) revision of the maximum wall sign requirements set forth in Condition B (“Storefront/Rear Signs”) to allow one side wall sign of the same size as front wall signs at any building containing a side wall;
- (4) addition of a “Condition C” to allow so-called “blade” signs in front of each business at Shoppers World to provide pedestrians with better business identification from shopping center sidewalk ; and
- (5) addition of a “Condition D” to allow as of right of green metal awnings at each business in the shopping center.

In Natick, due to topography, any sign at Route 9 will be located less than 25’ from a property line. The Applicant will seek relief from the location requirement. A more complete signage submission will be provided to the Planning Board subsequent to these Applications.

8. REQUESTS FOR APPROVAL – FRAMINGHAM

A. REASONS THE REQUEST FOR MODIFICATION OF THE 1994 GENERAL CINEMA and 1994 SHOPPERS WORLD DECISIONS SHOULD BE ALLOWED

The Applicant’s request to modify the 1994 General Cinema and 1994 Shoppers World Decisions serves to incorporate the Project Site into the Planning Board’s approved permit for Shoppers World and remove it from the property controlled by the 1994 General Cinema Decision. This modification also seeks to add the Project Site to the exhibit describing property controlled by the 1994 Shoppers World Master Sign Permit. Sections VI-F.5 and VI-F.6 of the Framingham By-Law set forth the overall design standards and criteria for Site Plan Approval

which the Planning Board must utilize in reviewing site plans for approval. The Project as shown on the Site Plan and described herein meets the design criteria set forth in Section VI-F.5 (a)-(e) for site circulation, site design, building placement and design, sidewalks, stormwater system, utilities and infrastructure and landscaping. The Project as shown on the Site Plan and described herein meets the design criteria set forth in Section VI-F.6 (a)-(f) for retaining community character, traffic, parking, public access, environmental impact, health, public services, public utilities and land use planning.

B. REASONS THE REQUEST FOR A SPECIAL PERMIT FOR LAND DISTURBANCE SHOULD BE GRANTED

As further discussed in the Stormwater Report, the Project will disturb approximately 7.3 acres of land requiring an Environmental Protection Agency (EPA) National Pollutant Discharge Elimination System (NPDES) Construction General Permit. As required under this permit, a Stormwater Pollution Prevention Plan (SWPPP) will be developed and submitted before land disturbance begins. Recommended construction period pollution prevention and erosion and sedimentation controls to be finalized in the SWPPP are included in Appendix F of the Stormwater Report.

As provided in the Application for a Special Permit for Land Disturbance in Framingham, the Project satisfies the criteria established under the statutory requirements of M.G.L. c. 40A, § 9, for the grant of a special permit as the Project is “in harmony with the general purpose and intent of the ordinance or by-law”, as well as Section V-F.e of the By-Law, subsections 1 through 3 for site management and control, stormwater runoff, protection of natural features and vegetation. The Project Site contains no historic resources as defined in Section V-F.e.4.a. For these reasons, the Applicant respectfully requests the grant of a Special Permit by the Framingham Planning Board for Land Disturbance, and, to the extent required, grant a waiver from the any such requirements of set forth in Section V-F and the Rules and Regulations of the Framingham Planning Board as applied to a Special Permit application for land disturbance.

C. REASONS THE REQUEST FOR A SPECIAL PERMIT FOR RESTAURANT USE SHOULD BE GRANTED

The Applicant's plans for a Restaurant are consistent with surrounding uses within the Golden Triangle, and will provide a significant benefit to area shoppers, residents, employees and visitors. Proposed parking provided on-site is more than adequate for the needs of the Restaurant, and has been designed in accordance with the requirements of the By-Law. The parking layout is fully accessible for emergency vehicles and will not create a hazard to abutters, vehicles or pedestrians.

D. REASONS THE REQUEST FOR A SPECIAL PERMIT FOR ACCESSORY USE SHOULD BE GRANTED

The Applicant's proposal for outdoor seating accessory to the Restaurant use is consistent with surrounding uses within the Golden Triangle, and will provide an outdoor service option to area families, shoppers, employees and visitors to MetroWest. Proposed parking provided on-site is more than adequate for the needs of the proposed the Restaurant, including outdoor seating, and has been designed in accordance with the requirements of the By-Law. The parking layout is fully accessible for emergency vehicles and will not create a hazard to abutters, vehicles or pedestrians.

E. REASONS THE REQUEST FOR A SPECIAL PERMIT FOR INDOOR AMUSEMENT USE SHOULD BE GRANTED

The proposed Bowling Facility is not a use which would add any noisy activity to the neighborhood and require a location at least 100 feet away from the property line pursuant to Section IV-E.5.h of the Framingham By-Law. The Applicant's plans for the Bowling Facility is consistent with surrounding uses within the Golden Triangle, and will provide an activity option to area families, shoppers, employees and visitors to MetroWest. Proposed parking provided on-site is more than adequate for the needs of patrons and employees of the Bowling Facility, and has been designed in accordance with the requirements of the By-Law. The parking layout is fully accessible for emergency vehicles and will not create a hazard to abutters, vehicles or pedestrians.

F. REASONS THE REQUEST FOR MODIFICATION TO THE 1994 SHOPPERS WORLD MASTER SIGN PERMIT SHOULD BE ALLOWED

The proposed amendment to the 1994 Shoppers World Master Sign Permit to include the Project Site in property and businesses governed by that Master Sign Permit, instead of the

requirements of the Framingham Sign By-Law, will allow for greater consistency and compatibility of the Proposed Use with the overall Shoppers World development, as well as facilitating efficiency of permitting for Shoppers World.

G. WAIVER REQUESTS, FRAMINGHAM

None, except as specifically noted above.

9. REQUESTS FOR APPROVAL – NATICK

A. REASONS THE REQUEST FOR SITE PLAN REVIEW WITH SPECIAL PERMIT APPROVAL SHOULD BE ALLOWED

The Project satisfies Natick's site plan review criteria set forth in VI-DD(5), subheadings a through f, as follows.

The Proposed Use satisfies the criteria set forth in Section VI-DD(5)(a) because the Project either complies with the Natick By-Law, or is allowed pursuant to a special permit by the Planning Board. The Project will benefit the community by adding vibrant businesses to an underused parcel in the Golden Triangle. Given the uses located in the neighborhood surrounding the Property, the Proposed Use is consistent with the surrounding districts and vicinity. The Proposed Use would add jobs and serve existing and new customers who would also frequent neighboring businesses. The anticipated increased value of the redeveloped Property will have a positive impact on the neighborhood and community, including the commercial tax base.

The Proposed Use satisfies the criteria set forth in Section VI-DD(5)(b) because the Project protects adjoining premises from any seriously detrimental or offensive uses on the site. The Applicant will screen dumpsters and rooftop mechanical structures. The Project provides adequate surface water drainage, and is designed to buffer light, sound, dust noise and vibration from the surrounding neighborhood.

The Project satisfies the criteria set forth in Section VI-DD(5)(c) because it is designed to provide both convenience and safety for vehicular and pedestrian movement on the site and in relation to the streets and properties in the surrounding area. The Project is also designed to prevent traffic congestion and dangerous access within the site and onto existing ways. The Project will provide convenient and accessible services to pedestrians, cyclists and motorists.

The Traffic Report describes existing traffic conditions for roadways adjacent to the Property, analyzes the impacts of incremental traffic related to the Proposed Use, and makes specific recommendations which the Applicant has adopted as part of these Applications.

The Project satisfies the criteria set forth in Section VI-DD(5)(d) of the By-Law, because the Site Plan demonstrates adequate methods of waste disposal.

The Project satisfies the criteria set forth in Section VI-DD(5)(e) because the Applicant provides adequate measures for the prevention of pollution of surface and groundwater level and runoff, and conservation and recycling of water. The Project introduces no known, adverse environmental impacts or any significant new emissions of fumes, noxious gases, radiation, water pollutants or other airborne environmental hazards, except some noise and dust during construction activities. The Proposed Use will not introduce any hazardous materials to the Property. It is anticipated that vehicular traffic to and from the Property, and the attendant automobile emissions, will be in keeping with existing traffic volume in the area and will not be detrimental to air quality. During construction, it is anticipated that some dust and noise typical for construction activities will occur. Based on the scope of work, it is not anticipated that such activities will have a detrimental effect on air quality.

The Project satisfies the criteria set forth in Section VI-DD(5)(f) because it will not negatively impact significant features on the site or in the adjacent areas.

The Project satisfies Natick's site plan review standards set forth in VI-DD(6), subheadings a through f of the Natick By-Law, as follows.

The Project satisfies the standards set forth in Section VI-DD(6)(a) because the Project minimizes tree and soil removal and grading is designed to be consistent with the general appearance of the neighborhood. Finished contours are consistent with the surrounding properties.

The Project satisfies the standards set forth in Section VI-DD(6)(b) because the Project is designed to relate harmoniously to the terrain and to the use, scale and siting of the nearby vicinity, with minimal disruption to the topography.

The Project satisfies the standards set forth in Section VI-DD(6)(c) because the open space on the site is designed to relate harmoniously to the terrain and to the use, scale and siting of the nearby vicinity, with minimal disruption to the topography, and with maximum visibility to persons passing by or overlooking the Property.

The Project satisfies the standards set forth in Section VI-DD(6)(d) because parking areas are designed to be safe and convenient, with appropriate location and number of access points to public streets.

The Project satisfies the standards set forth in Section VI-DD(6)(e) because the surface water drainage system is designed to minimize adverse impacts on neighboring properties and the public storm drainage system, and to prevent puddling in paved areas and obstruction of vehicular or pedestrian traffic.

The Project satisfies the standards set forth in Section VI-DD(6)(f) because, as described in the Applicant's Stormwater Report, groundwater recharge is maximized and groundwater quality is protected. No increased runoff is associated with the Project. The Project's proposed stormwater system adequately addresses runoff and will not negatively impact existing groundwater conditions on or off site.

The Project satisfies the standards set forth in Section VI-DD(6)(g) because adequate utilities, including public water and sewer, are available at or near the Property, and utilities are located underground with no adverse impact on groundwater.

The Project satisfies the standards set forth in Section VI-DD(6)(h) because all proposed signs and advertising located in Natick and advertising are planned to be in conformance with Section V-H of the By-Law or Applicant will seek the appropriate relief required.

The Project satisfies the standards set forth in Section VI-DD(6)(i) because the Project provides no exposed storage areas and all other site improvements requiring screening will be screened.

The Project satisfies the standards set forth in Section VI-DD(6)(j) because all open and enclosed spaces are designed to facilitate building evacuation and maximize accessibility by fire,

police, and other emergency personnel and equipment. Given the design of the new buildings and the nature of the Proposed Use, the Town will be able to adequately serve the Property using existing public and private roads, Town equipment and other municipal services without change to current services provided.

**B. REASONS THE REQUEST FOR A SPECIAL PERMIT TO ALLOW
ALTERNATIVE “MC” HIGHWAY OVERLAY DISTRICT DIMENSIONAL
REQUIREMENTS FOR THE PROJECT SHOULD BE GRANTED**

The proposed project complies with the underlying IND-II dimensional requirements except for front yard setback. The Applicant proposes a 52 ft. setback where 85 ft. is required in the underlying district, though only 50 ft. is required in the overlay district. As shown on the Site Plan, the front setback is measured from other lots owned by the Applicant within Shoppers World. The setback for the proposed new structure for the Entertainment Center from the public way at Route 9 exceeds both the underlying and overlay district front setback requirements. The proposed project is consistent with the purpose of the MC Overlay District set forth in Section 321.1.3 of the Natick By-Law because the area is already substantially developed for commercial purposes, and further development will improve area infrastructure and improve the town's tax base. Access drives to the Project Site are privately owned and abutting lots used for shopping center use. The alternative MC overlay district dimensional regulations set forth in Section 326.4 of the Natick By-Law will accommodate better site circulation for vehicles and pedestrians, and do not negatively impact neighboring sites or uses.

10. SUMMARY

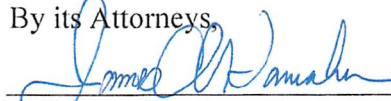
The Project satisfies the Framingham By-Law's conditions of approval for Special Permits set forth in Section VI-E.3.a(1)-(5), Section VI-E.3.b(1)-(5) and Section V-F (for Land Disturbance), statutory requirements for special permits under M.G.L. c. 40A, § 9, and the By-Law's Site Plan Review criteria and design standards set forth in Section VI-F.5 and VI-F.6. For these reasons, the Applicant requests that the Framingham Planning Board grant a Special Permit for Indoor Amusement Use in a “B” zoning district per Section II-B.3.M, Special Permit for Restaurant Use of 8,000 or more sq.ft. in a “B” zoning district per Section II-B.5.J, Special Permit for Accessory Use (outdoor restaurant seating) per Section II-G, Special Permit for Land Disturbance in accordance with Section V-F, approve the Applicant's Site Plan Modification Requests in accordance with Section VI-F of the By-Law, and grant all required waivers.

The proposed Project satisfies the Natick By-Law's regulations for Special Permits set forth in Section 320 (for projects in a Highway Overlay Districts), requirements for Special Permits under Section VI-EE.1 and VI-E.2.a of the Natick By-Law and M.G.L. c. 40A, § 9, and the Site Plan Review criteria and standards set forth in Section VI-DD(5)-(6). For these reasons, the Applicant requests that the Natick Planning Board approve the Applicant's Site Plan with Special Permit in accordance with Section VI-DD and 329.1 of the Natick By-Law, grant a Special Permit to allow alternative MC Highway Overlay District dimensional requirements for the Project in accordance with Sections 326.4, and grant all required waivers.

Respectfully submitted,

BRE DDR SHOPPERS WORLD LLC

By its Attorneys,




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Exhibit A

Framingham Building Commissioner's Determination



**FORM B – BUILDING DEPARTMENT RECOGNITION FORM
TO BE FILLED OUT BY BUILDING COMMISSIONER**

Town of Framingham, Massachusetts

INSPECTIONAL SERVICES DIVISION

Department of Building Inspection
Memorial Building, 150 Concord Street, Room 203
Framingham, MA 01702
(508) 532 - 5415

BUILDING DEPARTMENT RECOGNITION FORM

To: Amanda Loomis, Planning Board Administrator

From: Michael Tusino, Building Commissioner

Property Address:	19 Flutie Pass
Date:	
Required Permits:	Modifications per VI-F.2.b to 1/10/1994 and 10/12/1994 Special Permit w/ Site Plan Review Decisions
	Special Permit for Land Disturbance, per V-F.c.1.a, b, and c
	Special Permit for Restaurant Use of 8,000 or more sf in a "B" zoning district, per Section II-B.5.J
	Special Permit for Accessory Use (outdoor restaurant seating), per Section II-G
	Special Permit for Indoor Amusement Use, per Section II-B.3.M
	Modification to Amend Shoppers World Sign Review Approval dated 8/10/1994 per Framingham Sign By-Law Section 1.9.11

In accordance with Section VI.I.4.a of the Framingham Zoning By-Law, prior to the filing an application with the Planning Board, the applicant, as defined in Section I.E.1 herein, shall seek the Building Commissioner's review and advice to confirm which pertinent sections of the Zoning By-Law apply. The Building Commissioner's signature must be obtained below to confirm that this review has been completed. The Applicant must submit a full set of plans and project narrative for review to the Building Commissioner. The Building Commissioner has 10 business days to render a decision for Permits required. A Pre-Application Meeting may be scheduled with the Building Commissioner and the Planning Board Administrator through the Planning Board Office to review the Project and plans. This application will not be accepted without the following confirmation:

The signature below confirms that the applicant/owner has provided information and I have advised the applicant of the necessary permits required.

Building Commissioner's Signature:

Documents Submitted for Review and Determination:

Site Plan set entitled "AMC SOUTH PARKING LOT, 19 Flutie Pass Framingham, MA, 1391 Worcester Street Natick, MA", dated August 5, 2015, Sheets 1 to 12 of 12